

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
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BH S&B HOLDINGS LLC, <u>et al.</u> ,	: Case No.: 08-14604 (MG)
	:
Debtors.	: Jointly Administered
	:
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**ORDER GRANTING DEBTORS' AND COMMITTEE'S JOINT
THIRD OMNIBUS OBJECTION TO ADMINISTRATIVE CLAIMS**
(Satisfied or Released Administrative Claims)

Upon the joint third omnibus objection (the "Objection")¹ of the Debtors and the Committee to the administrative claims set forth in Exhibit A to the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having found that good and sufficient cause exists for granting the Objection to the extent set forth herein; and upon the record of these Chapter 11 cases and the hearing held on October 1, 2009, to consider the Objection; and it appearing that either the obligation relating to each Proof of Claim listed on Exhibit A hereto has been settled or such Proof of Claim has otherwise been released during these cases, in each case in accordance with the Bankruptcy Code, applicable rules, or Court order; and it appearing that the relief granted herein is appropriate in the context of these cases and in the best interests of the Debtors and their respective estates, their creditors, and all other parties-in-interest; and it appearing that notice of the Objection was adequate and proper under the

¹ Capitalized terms used but not defined herein shall have the meaning set forth in the Objection.

circumstances of these cases, and it appearing that no other or further notice need be given; it is hereby

ORDERED that the Settled or Released Claims listed on Exhibit A hereto are hereby disallowed and expunged; and it is further

ORDERED that a further hearing to consider the relief requested in the Objection as it relates to administrative claim numbers 243, 321, and 565 will be held on November 3, 2009 at 2:00 PM; and it is further

ORDERED that nothing in the Objection or this Order shall be construed as a waiver of the Debtors' or the Committee's right to object to the Settled or Released Claims on other grounds or to amend the Objection; and it is further

ORDERED that the Debtors and the Committee are authorized to take all actions necessary to effectuate the terms of this Order; and it is further

ORDERED that the terms and conditions of this Order shall be immediately enforceable and effective upon its entry; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
October 9, 2009

/s/ Martin Glenn
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Satisfied or Released Claims¹

Claimant Name	Claim No.	Date Filed	Reason for Disallowance	Mailing Address	Admin Claim Amount	Settlement Amount	Asserted Nature	Debtor Name
City of Colorado Springs	578	3/25/2009	Settled	City of Colorado Springs - Sales Tax c/o City Attorney PO Box 1575, Mail Code 510 30 S. Nevada, Suite 501 Colorado Springs, CO 80901-1575	\$5,769.07	\$5,769.07	Administrative Priority	BH S&B Holdings LLC
Dayton Power & Light	287	3/02/2009	Settled	Dayton Power & Light PO Box 740598 Cincinnati, OH 45274-0598	\$3,236.75	\$3,236.75	Administrative Priority	BH S&B Holdings LLC
Empire HealthChoice Assurance, Inc. dba Empire Blue Cross Blue Shield	404	3/12/2009	Settled	Attn: Joseph T. Moldovan Morrison Cohen LLP 909 Third Ave. New York, NY 10022	\$84,106.42	\$60,000.00	Administrative Priority	BH S&B Holdings LLC

¹ The grounds to objecting to each satisfied or released claim can be found on pages 2-4 of the underlying objection.

Claimant Name	Claim No.	Date Filed	Reason for Disallowance	Mailing Address	Admin Claim Amount	Settlement Amount	Asserted Nature	Debtor Name
Genessee Valley Partners, LP	563	3/30/2009	Settled	Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178 Attn: James S. Carr, Esq. Robert L. LaHane, Esq. and Genessee Valley Partners, LP c/o Gregory Greenfield & Associates, Ltd. 124 Johnson Ferry Road, NE Atlanta, GA 30328 Attn: Melissa de Quesada	\$99,116.06	\$3,937.79	Administrative Priority	BH S&B Holdings LLC
The Hutensky Group agent for HRI/Glenbrook Commons, LLC t/a Glenbrook Commons, Fort Wayne, IN	96	2/05/2009	Settled	The Hutensky Group agent for HRI/Glenbrook Commons, LLC t/a Glenbrook Commons Fort Wayne, IN c/o Jeffrey Meyers, Esq. Ballard Spahr Andrews & Ingersoll, LLP 1735 Market Street, 51 st Floor Philadelphia, PA 19103	\$30,094.83	\$12,951.48	Administrative Priority	BH S&B Holdings LLC
Knoxville Utilities Board	310	2/26/2009	Settled	Knoxville Utilities Board PO Box 59017 Knoxville, TN 37950-9017	\$7,048.16	\$7,048.16	Administrative Priority	BH S&B Holdings LLC
Long Island Lighting Company dba LIPA	620	3/30/2009	Settled	Elisa M. Pugliese, Esq. 175 E. Old Country Road Hicksville, NY 11801	\$31,213.78	\$31,213.78	Administrative Priority	BH S&B Holdings LLC
MidAmerican Energy	227	2/27/2009	Settled	MidAmerican Energy Co. PO Box 4350 Credit Davenport, IA 52808-4350	\$10,107.95	\$10,107.95	Administrative Priority	BH S&B Retail LLC

Claimant Name	Claim No.	Date Filed	Reason for Disallowance	Mailing Address	Admin Claim Amount	Settlement Amount	Asserted Nature	Debtor Name
MidAmerican Energy	278	2/27/2009	Settled	MidAmerican Energy Co. PO Box 4350 Credit Davenport, IA 52808-4350	\$2,856.38	\$2,856.38	Administrative Priority	BH S&B Retail LLC
MMP Crossroads, LLC, as successor in interest to Macerich SCG, LP	429	3/10/2009	Settled	MMP Crossroads, LLC Attn: Stephen A. Sherman 117 Park Ave., Suite 4 th Fl. Oklahoma City, OK 73102	\$113,357.27	\$25,166.24	Administrative Priority	BH S&B Retail LLC
Nebraska Department of Revenue	411	3/23/2009	Settled	Nebraska Department of Revenue PO Box 94818 Lincoln, NE 68509-4818	\$2,743.91	\$2,743.91	Administrative Priority	BH S&B Retail LLC
New Edge Networks 125	377	3/18/2009	Settled	New Edge Networks 125 3000 Columbia House Blvd., #106 Vancouver, WA 98661	\$1,100.29	\$1,100.29	Administrative Priority	BH S&B Holdings LLC
Orange and Rockland Utilities Inc.	357	3/13/2009	Settled	Orange and Rockland Utilities Inc. PO Box 1005 Spring Valley, NY 10977	\$14,543.59	\$14,543.59	Administrative Priority	BH S&B Holdings LLC
Piedmont Natural Gas Company	575	3/30/2009	Settled	Piedmont Natural Gas Company 4339 S. Tryon Street Attn: CBO/Bankruptcy Charlotte, NC 28217-1733	\$7,581.80	\$7,581.80	Administrative Priority	BH S&B Holdings LLC
PSE&G	582	3/30/2009	Settled	PSE&G PO Box 490 Cranford, NJ 07016 Attn: Bankruptcy Dept.	\$18,874.54	\$18,874.54	Administrative Priority	BH S&B Holdings LLC
UGI Penn Natural Gas	486	3/27/2009	Settled	UGI Penn Natural Gas One UGI Center Wilkes Barr, PA 18711 Attn: Patricia Sterner	\$7,147.11	\$7,147.11	Administrative Priority	BH S&B Holdings LLC

Claimant Name	Claim No.	Date Filed	Reason for Disallowance	Mailing Address	Admin Claim Amount	Settlement Amount	Asserted Nature	Debtor Name
Vornado 692 Broadway II LLC	461	3/26/2009	Settled	Vornado 692 Broadway II LLC Attn: Chief Financial Officer 210 Route 4 East Paramus, NJ 07652	\$197,237.01	\$60,000.00	Administrative Priority	BH S&B Retail LLC